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Stanford G. Ladner, Esq.  
O'Melveny & Myers LLP  
153 East 53rd Street  
New York, New York 10022

SURFACE TRANSPORTATION BOARD

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### SHORT FORM OF HEAD LEASE

This Short Form of Head Lease is made and dated as of the 10<sup>th</sup> day of September, 2002, by and among, **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of an interstate compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, NW, Washington, D.C. 20001 ("**Head Lessor**") and **WMATA 2002 TRUST KBC A** ("**Head Lessee**"), a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001:

**A.** Head Lessor is the owner of that certain Equipment described in Exhibit A attached hereto and incorporated herein by reference (the "**Equipment**").

**B.** Head Lessor desires to lease the Equipment to Head Lessee, and Head Lessee desires to lease the Equipment from the Head Lessor on the terms and conditions set forth in that certain Head Lease Agreement between Head Lessor and Head Lessee, of date even herewith (the "**Head Lease**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.

**C.** Head Lessor and Head Lessee desire to record this Short Form of Head Lease with the U.S. Surface Transportation Board to give constructive notice of Head Lessee's leasehold interest in the Equipment.

**D.** Attached hereto as Exhibit B is a Head Lease Certificate of Acceptance between Head Lessor and Head Lessee of even date herewith, which is incorporated herein by reference and made a part hereof as if set forth at length.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, Head Lessor and Head Lessee agree as follows:

**1. Property Leased.** Head Lessor hereby leases to Head Lessee, and Head Lessee hereby leases from Head Lessor, the Equipment for the term, and on the covenants and conditions set forth in the Head Lease, which Head Lease is by this reference incorporated herein and made a part hereof as if set forth herein at length.

2. **Term of Head Lease.** The above-described lease term is for the term set forth in the Head Lease, subject to any extension or renewal options contained in the Head Lease.

3. **Conflict With Head Lease.** In the event of any conflict between this Short Form of Head Lease and the Head Lease, the terms, covenants and conditions of the Head Lease shall control.

4. **Counterparts.** This Short Form of Head Lease may be executed in one or more counterparts, but there shall only be one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Short Form of Head Lease.

**IN WITNESS WHEREOF**, the Head Lessor and Head Lessee have executed this Short Form of Head Lease as of the date first above written.

HEAD LESSOR:

**WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY**

By: 

Name

Title:

HEAD LESSEE:

**WMATA 2002 TRUST KBC A**

By: Wilmington Trust Company, not in its  
individual capacity but solely as Trustee

By: \_\_\_\_\_

Name

Title:

**IN WITNESS WHEREOF**, the Head Lessor and Head Lessee have executed this Short Form of Head Lease as of the date first above written.

HEAD LESSOR:

**WASHINGTON METROPOLITAN AREA  
TRANSIT AUTHORITY**

By: \_\_\_\_\_

Name

Title:

HEAD LESSEE:

**WMATA 2002 TRUST KBC A**

By: Wilmington Trust Company, not in its  
individual capacity but solely as Trustee

By: \_\_\_\_\_

Name

Title:

**W. Chris Sponenberg  
Vice President**

## EXHIBIT A

Exhibit A

Equipment Description	Running Number
AAI/CAF Series 5000 Railcar	5010
AAI/CAF Series 5000 Railcar	5011
AAI/CAF Series 5000 Railcar	5012
AAI/CAF Series 5000 Railcar	5013
AAI/CAF Series 5000 Railcar	5014
AAI/CAF Series 5000 Railcar	5015
AAI/CAF Series 5000 Railcar	5032
AAI/CAF Series 5000 Railcar	5033
AAI/CAF Series 5000 Railcar	5016
AAI/CAF Series 5000 Railcar	5017
AAI/CAF Series 5000 Railcar	5034
AAI/CAF Series 5000 Railcar	5035
AAI/CAF Series 5000 Railcar	5036
AAI/CAF Series 5000 Railcar	5037
AAI/CAF Series 5000 Railcar	5038
AAI/CAF Series 5000 Railcar	5039
AAI/CAF Series 5000 Railcar	5018
AAI/CAF Series 5000 Railcar	5019
AAI/CAF Series 5000 Railcar	5040
AAI/CAF Series 5000 Railcar	5041
AAI/CAF Series 5000 Railcar	5022
AAI/CAF Series 5000 Railcar	5023
AAI/CAF Series 5000 Railcar	5042
AAI/CAF Series 5000 Railcar	5043
AAI/CAF Series 5000 Railcar	5024
AAI/CAF Series 5000 Railcar	5025
AAI/CAF Series 5000 Railcar	5026
AAI/CAF Series 5000 Railcar	5027
AAI/CAF Series 5000 Railcar	5044
AAI/CAF Series 5000 Railcar	5045
AAI/CAF Series 5000 Railcar	5000
AAI/CAF Series 5000 Railcar	5001
AAI/CAF Series 5000 Railcar	5046
AAI/CAF Series 5000 Railcar	5047
AAI/CAF Series 5000 Railcar	5028
AAI/CAF Series 5000 Railcar	5029

## **EXHIBIT B**

**ACKNOWLEDGMENT**  
**PURSUANT TO 49 C.F.R. § 1177.3**

I, Harold M. Bartlett, certify that I am Secretary & Chief of Staff of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on September \_\_, 2002.

Harold M. Bartlett

Name: Harold M. Bartlett

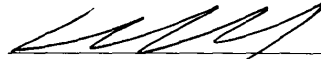
Title: Secretary & Chief of Staff



**ACKNOWLEDGMENT  
PURSUANT TO 49 C.F.R. § 1177.3**

I, ~~W. Chris Sponenberg~~, certify that I am ~~Vice President~~  
of Wilmington Trust Company, the Trustee of WMATA 2002 TRUST KBC A, a Delaware  
statutory business trust, that the instrument was signed and sealed on behalf of the Trust by  
authority of its Trustee, and that I acknowledge that the execution of the foregoing instrument  
was the free act and deed of the Trust. I further declare under penalty of perjury that the  
foregoing is true and correct.

Executed on September \_\_\_, 2002.



Name:

Title:

~~W. Chris Sponenberg~~  
~~Vice President~~

**Certificate that Copy is Complete and Identical**

The undersigned hereby certifies that:

A. He/She has compared the attached copy of Short Form of Head Lease to the original and has found the copy to be complete and identical in all respects to the original document.

B. He/she declares under penalty of perjury that the foregoing is true and correct and that this certificate was executed at 11-45 on September 10, 2002.

Martin Boger